

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

WELLS FARGO BANK, N.A., solely in its
capacity as Trust Administrator of MASTR
Adjustable Rate Mortgages Trust 2007-3,

Interpleader Plaintiff,

v.

WALES LLC, ASSURED GUARANTY
MUNICIPAL CORP. (f/k/a FINANCIAL
SECURITY ASSURANCE INC.), THE
DEPOSITORY TRUST COMPANY, CEDE &
CO., as registered Holder of certain Certificates and
nominee name of the Depository Trust Company,
and DOES 1 through 100, beneficial owners of
certain Certificates,

Interpleader Defendants.

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**STIPULATION AND
[PROPOSED] ORDER**

Honorable Paul G. Gardephe

Case No. 13 Civ. 06781(PGG) (HP)

WHEREAS, Interpleader Plaintiff Wells Fargo Bank, N.A. (the "Trust Administrator") commenced this interpleader action on September 25, 2013, and filed a First Amended Complaint on October 25, 2013 (the "Amended Complaint"), naming Wales LLC ("Wales"), Assured Guaranty Municipal Corp. ("Assured"), The Depository Trust Company, CEDE & Co., and Does 1 through 100 as Interpleader Defendants; and

WHEREAS the Trust Administrator brought this action for the purpose of obtaining adjudication of the respective rights of the Interpleader Defendants with respect to certain assets (the "Disputed Funds") to which the Interpleader Defendants have competing claims under the Pooling and Servicing Agreement for MASTR Adjustable Rate Mortgages Trust 2007-3 (the "Trust"), dated as of April 1, 2007 (the "PSA"); and

WHEREAS Wales filed an Answer to the Amended Complaint and Cross-Claims against Assured on November 20, 2013; and

WHEREAS Assured filed an Answer to the Amended Complaint and Cross-Claims against Wales and Does 1 through 100 on November 20, 2013; and

WHEREAS Wales and Assured filed their respective Answers to the above Cross-Claims on December 16, 2013; and

WHEREAS the parties hereby submit this stipulation and proposed order, it is hereby

ORDERED, that no additional parties may intervene, appear, join, or plead in this action after March 17, 2014 (the "Intervention Deadline"), and following the Intervention Deadline, no

new party may intervene absent a showing acceptable to the Court, and it is further

ORDERED, that within ten (10) days from receipt of this order, the Trust Administrator shall provide notice of the Intervention Deadline to the absent or unidentified beneficial owners of interests in the certificates (the "Certificates") issued by the Trust, if any, who are identified as Does 1 through 100 in the Amended Complaint:

(1) by preparing a notice advising of the pendency of this action, and advising that the Intervention Deadline is the final deadline to intervene, appear, join, or plead in this action (the "Notice");

(2) by posting the Notice and the Amended Complaint on the Trust Administrator's website;

(3) by providing a copy of the Notice and the Amended Complaint to Cede & Co. for posting on the electronic legal notification system of The Depository Trust Company, which constitutes notice to those Participants (as that term is used in the rules of The Depository Trust Company) who are identified on the books and records of The Depository Trust Company as having on deposit with The Depository Trust Company as of the date of this order any of the Certificates (which shall be identified to Cede & Co. by CUSIP number);

(4) by delivering a copy of the Notice and the Amended Complaint by first class mail to each of the holders of record of the Certificates whose addresses appear in the Trust Administrator's certificate register; and

(5) by delivering a copy of the Notice and the Amended Complaint by first class mail to all parties and their authorized representative for whom the Trust Administrator is aware and has an address entitled to such Notice pursuant to Section 11.05(b) of the PSA; and it is further

ORDERED, that upon receipt of a copy of the Notice and the Amended Complaint, Cede & Co. shall post on the electronic legal notification system of The Depository Trust Company according to the usual rules and practices of The Depository Trust Company, a copy of the Notice and the Amended Complaint, constituting notice to those Participants (as that term is used in the rules of The Depository Trust Company) who are identified on the books and records of The Depository Trust Company as having on deposit with The Depository Trust Company as of the date of this order any of the Certificates (which shall be identified to Cede & Co. by CUSIP number).

DATED: New York, New York
January 23, 2014

STIPULATED & AGREED

SEWARD & KISSEL LLP

By: Dale Christensen / qm
Dale C. Christensen, Jr.
Thomas Ross Hooper
One Battery Park Plaza
New York, New York 10004
(212) 574-1200

*Attorneys for Interpleader Plaintiff
Wells Fargo Bank, N.A., solely in its capacity
as Trust Administrator of MASTR Adjustable
Rate Mortgages Trust 2007-3*

JONES DAY

By: Alex McBride
Jayant W. Tambe
Kelly A. Carrero
Alex P. McBride
222 East 41st Street
New York, NY 10017
(212) 326-3939

*Attorneys for Interpleader Defendant Wales
LLC*

CLEARY GOTTLIB STEEN & HAMILTON
LLP

By: Roger Cooper / a/pw
Roger A. Cooper
James W. Doggett
One Liberty Plaza
New York, NY 10006
(212) 225 2000

*Attorneys for Interpleader Defendant
Assured Guaranty Municipal Corp.
(f/k/a Financial Security Assurance Inc.)*

EISEMAN LEVINE LEHRHAUPT &
KAKOYIANNIS, P.C.

By: Eric Heichel / a/pw
Eric Heichel
805 Third Ave., 10th Floor
New York, NY 10022
212-752-1000

*Attorneys for Interpleader Defendants
The Depository Trust Company and Cede &
Co.*

SO ORDERED on this 24th day of January, 2014

Paul G. Gardephe
Paul G. Gardephe
United States District Judge